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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

USA Commercial Mortgage Company,

Debtor.

Case No. BK-S-06-10725-LBR

Chapter 11

**Declaration of Geoffrey L. Berman In
Support Of Motion For Final Decree and
To Close Case**

Hearing Date: February 4, 2014

Time: 9:30 a.m.

Estimated Time for Hearing: 10 minutes

Geoffrey L. Berman declares under penalty of perjury:

1. I am an adult person competent to testify in court.
2. I make this declaration based upon my personal knowledge, and upon the records of USA Commercial Mortgage Company ("USACM").
3. I am the Trustee of the USACM Liquidating Trust ("USACM Trust"), which is an entity created by the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization, in the jointly-administered bankruptcy cases, *In re USA Commercial Mortgage Company*, BK-S-06-10725-LBR, pending in the United States Bankruptcy Court for the District of Nevada.
4. In connection with my appointment, I posted a bond with a current penal sum of \$5 million.

5. In accordance with the Estate Administration and Liquidating Trust Agreement and Declaration of Trust¹ the USACM Trust was scheduled to terminate on March 12, 2012. That date was extended to March 12, 2013, by the Order Granting Motion to Extend the USACM Liquidating Trust's Scheduled Termination Date [DE 9744]. That date was further extended to March 12, 2014 by the Order Granting Second Motion to Extend the USACM Liquidating Trust's Scheduled Termination Date [DE 9867].

6. Since being appointed as the Trustee of the USACM Trust, I have executed my fiduciary duties and responsibilities as Trustee to the best of my ability and with expediency in order to fulfill the USACM Trust's purpose to liquidate and distribute USACM Trust assets for the benefit of the beneficiaries.

7. All of the payments to creditors required under the confirmed Plan to date have been completed. Any future payments will be paid, when due, pursuant to the Plan. The Trust has paid all secured, priority and administrative claims.

8. All post-confirmation quarterly reports have been, or will be, timely filed and all post-confirmation quarterly fees have been paid, or will be paid prior to the time set for filing objections to the Motion, to the United States Trustee. The Trustee is current on post-confirmation payments to the office of the United States Trustee.

9. The Trust has a current cash balance of about \$2,025,883.70.

10. After consultation with the Trust Oversight Committee, I intend to liquidate the remaining Trust assets as expeditiously as possible. As detailed in a separate motion to extend the termination date of the Trust, some of those assets will take time to liquidate, possibly more than one year.²

¹ Attached as Exhibit A to USACM Liquidating Trust's Motion to Extend Scheduled Termination of USACM Trust [DE 9854].

² In the event the Trust is in fact able to liquidate these assets in less time than anticipated, the Oversight Committee has expressed its desire the Trust then be expeditiously terminated and I will see that those desires are followed.

By /s/ Geoffrey L. Berman
Geoffrey L. Berman
Trustee